

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) January 18, 2013 (January 18, 2013)**

---

**GIBRALTAR INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-22462**  
(Commission  
File Number)

**16-1445150**  
(IRS Employer  
Identification No.)

**3556 Lake Shore Road**  
**P.O. Box 2028**  
**Buffalo, New York 14219-0228**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code (716) 826-6500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).
- 
-

---

**Item 8.01 Other Events.**

The Registrant issued the press release attached as Exhibit 99.1 to this report on Form 8-K on January 18, 2013.

The Press Release attached as Exhibit 99.1 announced the pricing, interest and other terms of the Registrant's proposed private offering of \$210 Million in Senior Subordinated Notes.

Exhibit 99.1 is hereby incorporated by reference in this Item 8.01.

**ITEM 9.01 Financial Statements and Exhibits**

- (a) Financial Statements of Businesses Acquired – None
- (b) Pro Forma Financial Information – None
- (c) Exhibits

99.1 – Press Release dated January 18, 2013

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 18, 2013

GIBRALTAR INDUSTRIES, INC.

/s/ Henning N. Kornbrekke

Name: Henning N. Kornbrekke

Title: President  
and Chief Operating Officer

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 18, 2013

**Contact:**

Kenneth Smith  
 Chief Financial Officer  
 716.826.6500 ext. 3217  
[kwsmith@gibraltar1.com](mailto:kwsmith@gibraltar1.com)

**Gibraltar Industries Announces Pricing of Senior Subordinated Notes**

**Buffalo, New York, January 18, 2013** - Gibraltar Industries, Inc. (Nasdaq: ROCK), a leading manufacturer and distributor of products for building and industrial markets, today announced the pricing of its offering of \$210 million aggregate principal amount of 6.25% senior subordinated notes due 2021 (the "Notes"). The Notes will be guaranteed on an unsecured senior subordinated basis by certain of Gibraltar's existing and future subsidiaries.

Gibraltar intends to use the net proceeds from the offering, along with cash on hand, to repurchase, redeem and/or satisfy and discharge all of its outstanding 8.00% Senior Subordinated Notes due 2015. Net proceeds from the sale of the Notes, after deducting initial purchaser discounts and the Company's estimated fees and expenses, is expected to be approximately \$206.6 million. We expect the offerings to close on January 31, 2013, subject to customary closing conditions.

The Notes and related guarantees will be offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A of the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons in transactions outside the United States pursuant to Regulation S of the Securities Act. The Notes have not been registered under the Securities Act or any state securities laws, and, unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

**This press release is neither an offer to sell nor the solicitation of an offer to buy the notes or any other securities, and no offer, solicitation or sale will be made in any jurisdiction in which, or to any persons to whom, such an offer, solicitation or sale would be unlawful. This press release is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of a consent with respect to any of the 2015 Notes.**

**About Gibraltar**

Gibraltar Industries is a leading manufacturer and distributor of building products, focused on residential and nonresidential repair and remodeling, as well as construction of industrial facilities and public infrastructure. The Company generates more than 80% of its sales from products that hold leading positions in their markets, and serves customers across the U.S. and throughout the world. Gibraltar's strategy is to grow organically by expanding its product portfolio and penetration of existing customer accounts, while broadening its market and geographic coverage through the acquisition of companies with leadership positions in adjacent product categories. Comprehensive information about Gibraltar can be found on its website at <http://www.gibraltar1.com>.

3556 Lake Shore Road, PO Box 2028, Buffalo, New York 14219-0228, Ph 716.826.6500, Fx 716.826.1589, [gibraltar1.com](http://gibraltar1.com)

NASDAQ:ROCK

Rock.Solid.Performance.

---

**Safe Harbor Statement**

This press release contains forward-looking statements that are subject to the safe harbors created under the Securities Act of 1933 and the Securities Exchange Act of 1934. Forward-looking statements include, among others, statements regarding the intended use of the net proceeds from sales of the Notes, and are generally identified with words such as “believe,” “could,” “expect,” “intend,” “may,” “plan,” “will” and similar expressions. Such statements reflect management’s current expectations and judgment as of the date of this press release. Risks, uncertainties and assumptions that could affect Gibraltar’s forward-looking statements include, among other things, the completion of the tender offer and the receipt of consents sufficient to approve the proposed amendments to the indenture governing the Notes. In addition, please refer to the risk factors contained in Gibraltar’s SEC filings available at [www.sec.gov](http://www.sec.gov), including Gibraltar’s most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date on which they are made. Gibraltar undertakes no obligation to update or revise any forward-looking statements for any reason.